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*Attorneys for Defendants Joshua Constantin and Stuart McMahan*

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**UNITED STATES DISTRICT COURT FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION**

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MILLROCK INVESTMENT FUND 1, LLC,

Plaintiff,

v.

HEALTHCARE SOLUTIONS  
MANAGEMENT GROUP, INC.;  
HEALTHCARE SOLUTIONS HOLDINGS  
INC.; LANDES CAPITAL  
MANAGEMENT, LLC; LANDES AND  
COMPAGNIE TRUST PRIVE KB; JOSHUA  
CONSTANTIN; JUSTIN SMITH; STUART  
MCMAHEN; AND BLACK LABEL  
SERVICES, INC.,

Defendants.

**DECLARATION OF  
KEITH M. WOODWELL**

Case No. 2:23-cv-000157-RJS-DAO

Chief District Judge Robert J. Shelby

Magistrate Judge Daphne A. Oberg

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I, Keith M. Woodwell, being first duly sworn, depose and state as follows:

1. I am over eighteen years of age, am competent to make this declaration, and do so of my own free will and based upon my personal knowledge and belief.

2. I am counsel of record for Defendants Joshua Constantin and Stuart McMahan (collectively “Defendants”) in the above-captioned matter.

3. As counsel for Defendants, I have engaged in several discussions with Plaintiff’s counsel regarding the claim against Defendants.

4. On June 5, 2023, I had a phone call with Plaintiff’s counsel and explained that neither of the Defendants had ever received the payments from HSH as alleged in Plaintiff’s Second Amended Complaint (“Complaint”).

5. On October 12, 2023, Defendants produced HSH bank records to Plaintiff, which show that the payments alleged to have been made to Defendants in the Complaint had not been made.

6. I continued to follow up with Plaintiff’s counsel after the June 5, 2023 phone call and the October 12, 2023 production of bank records, requesting that the claims against Defendants be dismissed given the lack of evidence.

7. On December 28, 2023, I sent an email to Plaintiff’s counsel stating: “We wanted to check in and see if you have reviewed the bank records that we produced. We do not believe that there is a factual basis for the claims of fraudulent transfers to Joshua Constantin and Stuart McMahan. We have been through the initial disclosures that you provided, and we do not see any evidence that would support the allegation that millions of dollars were transferred to our clients by HSMG prior to its collapse. Please let us know if Millrock has any evidence to support these claims and if your client is going to continue to pursue these unsupported claims.” *See Exhibit A.*

8. In response, Plaintiff's counsel sent an email on December 28, 2023, stating: "While I have looked through the bank records that have been produced, we anticipate serving written discovery in the near future and taking some depositions. In its March 5, 2023 Form 8-K that was filed with the SEC, HSMG publicly stated that almost \$500K would be paid to Stuart McMahan, and that over \$2.2M would be paid to Josh Constantin. We need to explore the bases for those representations in that 8-K and in the associated settlement agreements, and to find out what happened to the funds at issue. Millrock has the evidence/support contained in that 8-K and in the accompanying settlement agreements, and Millrock now needs to proceed with fact discovery." *See Exhibit B.*

9. On January 24, 2024, I sent a letter to Plaintiff's counsel that outlined the facts surrounding the negotiation and execution of the settlement agreements and Form 8-Ks. I also offered to provide declarations from Constantin and McMahan stating that they never received any payments pursuant to the settlement agreements. The January 24, 2024 letter concluded with the statement: "Please let us know what the position of Millrock would be if we provide these declarations. Specifically, will your client agree to dismiss the claims against Constantin and McMahan? If not, we will have no choice but to seek summary judgement and request the recovery of our attorneys fees." *See Exhibit C.*

10. Plaintiff's counsel responded on January 24, 2024, stating: "I will also get back to you with some suggested dates and times for next week to discuss the letter you sent me today." *See Exhibit D.*

11. To date, Plaintiff's counsel has not responded to the offer to provide declarations and has declined to voluntarily dismiss the case.

12. Notwithstanding Plaintiff's inability to produce any evidence to support the claims, as well as being put on notice, Plaintiff has continued to pursue its claims of voidable transfers against Defendants.

I declare under criminal penalty of the State of Utah that the foregoing is true and correct.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2024.

/s/ Keith M. Woodwell

Keith M. Woodwell